

Division of Corporations

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Division of Corporations
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MERGER OR SHARE EXCHANGE

Boca Riverwalk, LLC

Certificate of Status	0
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104-8247
7/20/2006

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CERTIFICATE OF MERGER

BOCA FED L.L.C
and
BOCA FED HOLDINGS L.L.C.
into
BOCA RIVERWALK, LLC

1. Boca Fed L.L.C., a Florida limited liability company ("BF"), Boca Fed Holdings L.L.C., a Florida limited liability company ("BFH") and Boca Riverwalk, LLC, a Florida limited liability company ("Boca Riverwalk"), pursuant to the provisions of the Florida Limited Liability Act as amended from time to time (Chapter 608 Florida Statutes, or the corresponding provision(s) of any succeeding law) (the "Act"), do hereby adopt the following Certificate of Merger, for the purpose of merging BF and BFH with and into Boca Riverwalk.

2. The name and address, and other pertinent information regarding BF, BFH and Boca Riverwalk are as follows:

<u>Name and Street Address:</u>	<u>State of Formation</u>	<u>Entity Type</u>
Boca Fed L.L.C. 7284 W. Palmetto Park Road Suite 210 Boca Raton, FL 33433-3406	Florida	Limited Liability Company
Florida Document/Registration Number: L03000019048		FEI Number: 14-1885475
Boca Fed Holdings L.L.C. 7284 W. Palmetto Park Road Suite 210 Boca Raton, FL 33433-3406	Florida	Limited Liability Company
Florida Document/Registration Number: L03000021281		FEI Number: 542114319
Boca Riverwalk, LLC 7284 W. Palmetto Park Road Suite 210 Boca Raton, FL 33433-3406	Florida	Limited Liability Company
Florida Document/Registration Number: L04000008247		FEI Number: 20-0664819

Lloyd Granet, Esq., 2295 NW Corporate Boulevard, Suite 235, Boca Raton, FL 33431-7330
 Ph. 561-999-9300; Fax 561-999-9400; Florida Bar No. 525431; Fax Audit: H06000184868 3

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3. The Plan of Merger (the "Plan") is for BF and BFH, both of which are currently wholly owned subsidiaries of Boca Riverwalk, to merge with and into Boca Riverwalk.

The Plan was approved by the sole Member and the sole Manager of BF and BFH, and all of the Members, and all members of the Management Committee of Boca Riverwalk, in accordance with the applicable provisions of the Act.

4. Boca Riverwalk will continue to exist as the surviving limited liability company under its present name.

5. The exact name, street address of its principal office, jurisdiction, and entity type of Boca Riverwalk, as the surviving party, are as follows:

<u>Name and Street Address:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Boca Riverwalk, LLC 7284 W. Palmetto Park Road Suite 210 Boca Raton, FL 33433-3406	Florida	Limited Liability Company

604-8247

6. The merger shall become effective upon filing.

7. No amendments of Boca Riverwalk's Articles of Organization are desired to be effected by the Merger.

8. BF and BFH are currently wholly owned subsidiaries of Boca Riverwalk, and the ownership interests in Boca Riverwalk will be unchanged by the merger, and the interest of each entity entitled to vote for or against the plan of merger are as follows:

<u>Member(s)</u>	<u>Membership Units</u>
All members of Boca Riverwalk:	
Boca Newman Arouh Real Estate Partners, LLC	50%
Falcon Boca Real Estate Partners, LLC	50%
All members of BF:	
Boca Riverwalk, LLC	100%
All members of BFH:	
Boca Riverwalk, LLC	100%

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TALLASSEE FLORIDA

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9. Signature(s) for each party:

Name of EntitySignature(s)Typed or Printed
Name of Individual

Members of Boca Riverwalk:
Boca Newman Arouh Real Estate
Partners, LLC



Leslie Arouh
Manager

Falcon Boca Real Estate Partners, LLC



Albo J. Antenucci, Jr.
Managing Member

Name of EntitySignature(s)Typed or Printed
Name of Individual

Manager of Boca Riverwalk:



Leslie Arouh
Authorized member
of the Management
Committee



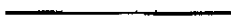
Albo J. Antenucci, Jr.
Authorized member
of the Management
Committee



Arthur Falcone
Authorized member
of the Management
Committee

Sole Member and Sole Manager of BF:

Boca Riverwalk, LLC



Albo J. Antenucci, Jr.
Authorized member
of the Management
Committee



Leslie Arouh
Authorized member
of the Management
Committee



Arthur Falcone
Authorized member
of the Management
Committee

Lloyd Granet, Esq., 2295 NW Corporate Boulevard, Suite 235, Boca Raton, FL 33431-7330
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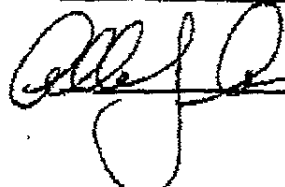
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9. Signature(s) for each party:

Name of EntitySignature(s)Typed or Printed
Name of Individual

Members of Boca Riverwalk:
Boca Newman Arouh Real Estate
Partners, LLC

Falcon Boca Real Estate Partners, LLC

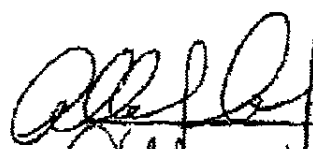


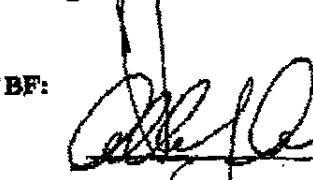
Leslie Arouh,
Manager

Albo J. Antenucci, Jr.
Managing Member

Name of EntitySignature(s)Typed or Printed
Name of Individual

Manager of Boca Riverwalk:






Leslie Arouh
Authorized member
of the Management
Committee

Albo J. Antenucci, Jr.
Authorized member
of the Management
Committee

Arthur Falcone
Authorized member
of the Management
Committee

Sole Member and Sole Manager of BF:

Boca Riverwalk, LLC

Albo J. Antenucci, Jr.
Authorized member
of the Management
Committee

Leslie Arouh
Authorized member
of the Management
Committee

Arthur Falcone
Authorized member
of the Management
Committee

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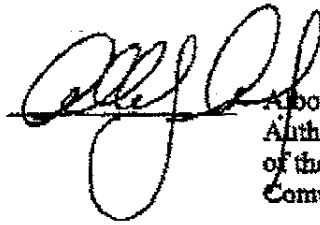
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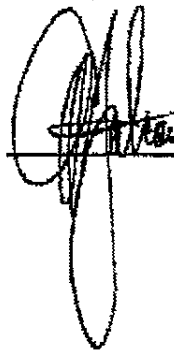
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Sole Member and Sole Manager of BFH:

Boca Riverwalk, LLC



Albo J. Antenucci, Jr.
Authorized member
of the Management
Committee



Leslie Arouh
Authorized member
of the Management
Committee



Arthur Falcone
Authorized member
of the Management
Committee

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